

**AMERICAN STANDARD ENERGY CORPORATION,  
A DELAWARE CORPORATION**

**CERTIFICATE OF COMPANY RESOLUTIONS**

The undersigned hereby certify that they are directors of American Standard Energy Corporation, a Delaware Corporation (the "Company") and that J. Steven Person is the President of the Company.

WHEREAS, the Directors consent pursuant to the adoption of the resolutions set forth herein by written consent and to the taking of any and all actions by the President, the Company, and the Company's employees and representatives necessary or appropriate to give effect to such resolutions and directs that his consent be placed in the minutes and records of the Company.

WHEREAS, the Directors consent to the adoption of the resolutions set forth herein by written consent and to the taking of all actions by the President, the Company, and the Company's employees and representatives necessary or appropriate to give effect to such resolutions and directs that his consent be placed in the minutes and records of the Company.

NOW, THEREFORE, BE IT

**RESOLVED**, that the President and the Company representatives and employees are authorized to proceed with the preparation and filing of a chapter 11 bankruptcy petition for the Company, to be filed at a time the President deems appropriate; and

**RESOLVED**, that in the judgment of the Directors and the President, it is desirable and in the best interest of the Company, its creditors and other interested parties that a petition be filed by the Company seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"), as and at the time deemed appropriate by the President; and

**RESOLVED**, that the President is hereby specifically authorized: (i) to prepare and file (or to have prepared and filed) on behalf of the Company a petition for relief under chapter 11 of the Bankruptcy Code, (ii) to execute on behalf of the Company such petitions, schedules and statements as he may deem necessary or appropriate in connection therewith, (iii) to prepare and propose to certain creditors such treatment as they may deem to be feasible and in the best interest of the Company, its affiliates and creditors, and (iv) to execute such further documents and do such further acts as he may deem necessary or appropriate with respect to the foregoing, including the filing of any petition or motion for relief under any other chapter of the Bankruptcy Code, the execution of any document or the doing of any act by him in connection with such proceedings to be conclusively presumed to be authorized; and

**RESOLVED**, that the law firm of Loeb & Loeb LLP, be, and hereby is, retained as attorneys for the Company in their chapter 11 cases, subject to approval of the Bankruptcy Court; and

**RESOLVED**, that the President be, and hereby is, authorized on behalf of the Company to take any and all actions, to execute, deliver, certify, file and/or record and perform any and all documents, agreements, instruments, motions, affidavits, applications for approval or rulings of governmental or regulatory authorities or certificates and to take any and all steps deemed by the Manager to be necessary or desirable to carry out the purposes and intent of each of the foregoing resolutions and to effectuate a successful chapter 11 case, including the payment of any fees; and

**RESOLVED**, that any and all actions heretofore taken by the President in the name and on behalf of the Company in furtherance of the purpose and intent of any or all of the foregoing resolutions, be, and hereby are, ratified, confirmed and approved in all respects.

The undersigned further certify that the foregoing resolutions are in full force and effect on the date hereof as resolutions duly adopted by the President of the Company and have been in full force and effect at all times subsequent to their adoption, not having been amended, repealed or modified.

**IN WITNESS WHEREOF**, the undersigned have executed this certificate, as of July 29, 2015.

\_\_\_\_\_  
Wayne Squires

  
\_\_\_\_\_  
J. Steven Person

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Charles Pickering

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H. H. Wommack, III

\_\_\_\_\_  
William Killian

\_\_\_\_\_  
Michael Pedrotti

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Wayne Squires

\_\_\_\_\_  
J. Steven Person

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Charles Pickering

*N/S.*   
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H. H. Wommack, III

\_\_\_\_\_  
William Killian

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Michael Pedrotti